

GREENBRIER

LEASING COMPANY LLC

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

January 5, 2012

RECORDATION NO. 30062 FILED

JAN 10 '12 - 10 32 AM

SURFACE TRANSPORTATION BOARD

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement dated May 9, 2011 and effective October 1, 2010, for Schedule No. 1 dated May 9, 2011 and effective October 1, 2010, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: EOG Resources, Inc.
31 Broad Oaks Drive
Houston, TX 77056

A description of the railroad equipment covered by the enclosed document is:

Two hundred (200) 3,250 c.f. capacity cement covered hopper railcars marked and numbered within the series AOK 492305 to AOK 494379, as more particularly described in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

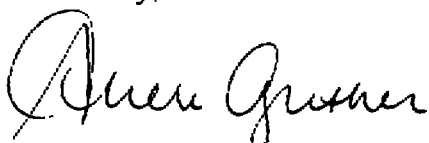
Section Chief
Surface Transportation Board
January 5, 2012
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated May 9, 2011 and effective
October 1, 2010 for Schedule No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether
Senior Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria. Esq.

JAN 10 '12 -10 32 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

EOG RESOURCES, INC. ("LESSEE")

OCTOBER 1, 2010

SCHEDULE NO. 1

MAY 9, 2011

EFFECTIVE OCTOBER 1, 2010

Memorandum of Schedule No. 1 dated as of May 9, 2011 and effective as of October 1, 2010 to a Lease Agreement made and entered into as of October 1, 2010 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and EOG Resources, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred (200) newly built, 3,250 c.f. capacity cement covered hopper railcars, bearing marks and numbers as set forth on Exhibit A hereto.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: _____

NAME: _____

TITLE: _____

President

LESSEE:

EOG RESOURCES, INC.

BY: _____

NAME: _____

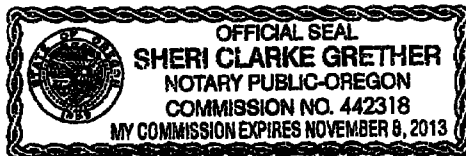
TITLE: _____

CHIEF OPERATING OFFICER

cc: PAL

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

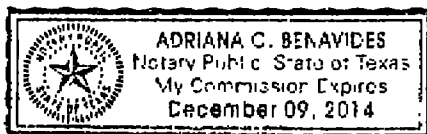
On this 3rd day of January, ²⁰¹²~~2011~~, before me personally appeared J. T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: November 8, 2013

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 29th day of DECEMBER, 2011, before me personally appeared GARY L. THOMAS, to me personally known, who being by me duly sworn, says that s/he is the CHIEF OPERATING OFFICER of EOG Resources, Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Adriana C. Benavides
NOTARY PUBLIC
My commission expires: 12/09/11

EXHIBIT A

Two hundred (200) 3,250 c.f. capacity cement covered hopper railcars initially marked and numbered as indicated below and which are being, or have been, remarked to AOKX reporting marks with no change to the reporting numbers:

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOK	492305	AOK	492489	AOK	492669	AOK	492927
AOK	492309	AOK	492491	AOK	492681	AOK	492932
AOK	492312	AOK	492514	AOK	492684	AOK	492933
AOK	492314	AOK	492525	AOK	492690	AOK	492937
AOK	492321	AOK	492533	AOK	492693	AOK	492939
AOK	492327	AOK	492536	AOK	492694	AOK	492940
AOK	492338	AOK	492553	AOK	492695	AOK	492946
AOK	492339	AOK	492555	AOK	492700	AOK	492947
AOK	492342	AOK	492559	AOK	492717	AOK	492949
AOK	492351	AOK	492568	AOK	492720	AOK	492950
AOK	492360	AOK	492572	AOK	492721	AOK	492951
AOK	492365	AOK	492573	AOK	492722	AOK	492953
AOK	492376	AOK	492575	AOK	492723	AOK	492954
AOK	492382	AOK	492577	AOK	492728	AOK	492956
AOK	492390	AOK	492579	AOK	492730	AOK	492958
AOK	492391	AOK	492596	AOK	492745	AOK	492959
AOK	492392	AOK	492598	AOK	492751	AOK	492960
AOK	492396	AOK	492600	AOK	492754	AOK	492961
AOK	492402	AOK	492605	AOK	492763	AOK	492962
AOK	492408	AOK	492612	AOK	492776	AOK	492964
AOK	492409	AOK	492618	AOK	492778	AOK	492965
AOK	492410	AOK	492619	AOK	492779	AOK	492966
AOK	492412	AOK	492620	AOK	492780	AOK	492967
AOK	492413	AOK	492622	AOK	492782	AOK	492968
AOK	492418	AOK	492627	AOK	492784	AOK	492969
AOK	492420	AOK	492629	AOK	492785	AOK	492970
AOK	492422	AOK	492632	AOK	492787	AOK	492980
AOK	492441	AOK	492633	AOK	492789	AOK	492981
AOK	492450	AOK	492636	AOK	492790	AOK	492982
AOK	492454	AOK	492638	AOK	492791	AOK	492996
AOK	492455	AOK	492642	AOK	492799	AOK	493001
AOK	492481	AOK	492649	AOK	492901	AOK	493006
AOK	492482	AOK	492651	AOK	492903	AOK	493008
AOK	492485	AOK	492656	AOK	492904	AOK	493009
AOK	492487	AOK	492664	AOK	492905	AOK	494150

[list continues on following page]

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOK	494152	AOK	494171	AOK	494230	AOK	494245
AOK	494154	AOK	494173	AOK	494231	AOK	494246
AOK	494155	AOK	494174	AOK	494232	AOK	494247
AOK	494156	AOK	494175	AOK	494233	AOK	494248
AOK	494157	AOK	494192	AOK	494234	AOK	494249
AOK	494158	AOK	494196	AOK	494235	AOK	494251
AOK	494159	AOK	494197	AOK	494236	AOK	494253
AOK	494160	AOK	494204	AOK	494237	AOK	494325
AOK	494161	AOK	494205	AOK	494238	AOK	494326
AOK	494163	AOK	494206	AOK	494239	AOK	494346
AOK	494164	AOK	494207	AOK	494240	AOK	494348
AOK	494165	AOK	494209	AOK	494241	AOK	494351
AOK	494168	AOK	494219	AOK	494242	AOK	494354
AOK	494169	AOK	494225	AOK	494243	AOK	494364
AOK	494170	AOK	494226	AOK	494244	AOK	494379
						Total	200